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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: MATCHMAKER GOLF CORPORATION

AUDIT NUMBER.....H98000012050

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
MATCHMAKER GOLF CORPORATION**

ARTICLE I - NAME

The name of the corporation is:

MATCHMAKER GOLF CORPORATION

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

**ROBERT A. BRANDT
1110 BRICKELL AVENUE, PH-1
MIAMI, FL 33131**

This document prepared by:

**Robert A. Brandt, Esq.
1110 Brickell Avenue, PH-1
Miami, FL 33131
Phone: (305) 374-2202
Fla. Bar No. 311391**

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial Directors are:

DAVID RICHARDSON
2780 S.W. 37 AVENUE, SUITE 201
MIAMI, FL 33133

JOHN MONTGOMERY, JR.
2780 S.W. 37 AVENUE, SUITE 201
MIAMI, FL 33133

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

DAVID RICHARDSON
2780 S.W. 37 AVENUE, SUITE 201
MIAMI, FL 33133

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

2780 S.W. 37 AVENUE, SUITE 201
MIAMI, FL 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on June 29, 1998.


DAVID RICHARDSON

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That , MATCHMAKER GOLF CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of DADE, State of Florida has named: ROBERT A. BRANDT, 1110 BRICKELL AVENUE, PH-1, MIAMI, FL 33131, County of MIAMI-DADE within this State as registered agent of said corporation.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
ROBERT A. BRANDT
(REGISTERED AGENT)

Date: June 29, 1998

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